

RECORDATION NO.

26639

FILED

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OCT 26 '06

12:58 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

October 26, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Master Installment Purchase Agreement, dated as of October 26, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lender: GE Capital Public Finance
8400 Normandale Lake Boulevard, Suite 470
Minneapolis, MN 55437-1079

Borrower: City and County of Denver
Denver International Airport
8500 Pena Blvd.
Denver, CO 80249-6340

Mr. Vernon A. Williams
October 26, 2006
Page 2

A description of the railroad equipment covered by the enclosed document
is:

4 railcars bearing DIA reporting marks and road numbers 28, 29, 30 and
31.

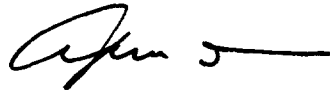
A short summary of the document to appear in the index is:

Memorandum of Master Installment Purchase Agreement.

Also enclosed is a check in the amount of \$34.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', followed by a horizontal line.

Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO. 26639 FILED

OCT 26 '06 12:58 PM

SURFACE TRANSPORTATION BOARD

Filed and Recorded with the
Surface Transportation Board

on _____
at _____

and given Recordation No. _____

MEMORANDUM OF MASTER INSTALLMENT PURCHASE AGREEMENT dated as of October 26, 2006 by and between GE Capital Public Finance, Inc., a Delaware corporation, ("Lender") and City and County of Denver, a municipal corporation of the State of Colorado, for and on behalf of its Department of Aviation ("Borrower"), as such agreement relates to the Master Installment Purchase Agreement dated as of July 1, 2003 as amended by Amendment No. 1 thereto effective as of March 12, 2004 and Amendment No. 2 thereto effective as of October 12, 2006 and Schedule No. 4, thereto and any and all exhibits, addenda, schedules, certificates and other riders thereto (collectively, the "Loan Documents")

W I T N E S S E T H:

1. Pursuant to the Loan Documents, Lender has agreed to make a loan to Borrower, which loan is secured by four (4) railcars (the "Cars"), bearing the Reporting Marks/Running Numbers and Serial Numbers set forth on Schedule A attached hereto.

2. The parties hereto wish to show for public record this Memorandum and accordingly representatives have caused this Memorandum to be executed by their duly authorized representatives as of the date first written.

3. This Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original, but all together only one Memorandum.

IN WITNESS WHEREOF, Lender and Borrower have caused this Memorandum of Master Installment Purchase Agreement to be executed by their respective duly authorized signatories as of the date set forth below.

Dated as of October 26, 2006

Lender:

GE CAPITAL PUBLIC FINANCE, INC.

By: 

Name: Bruce L. Gruys

Title: Vice President

Borrower:

CITY AND COUNTY OF DENVER,
for and on behalf of its Department of Aviation

By: 

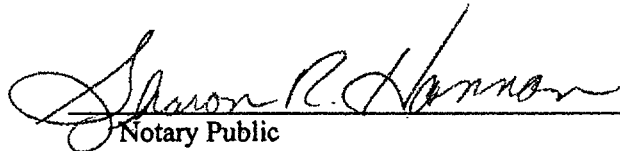
Name: TURNER W. WEST

Title: Manager of Aviation

4 Sets required for filing: 1) Surface Transportation Board
2) Lender's Original
3) Borrower's Original
4) Counsel Original

State of Minnesota)
) ss
County of Hennepin)

The foregoing Memorandum was acknowledged before me, the undersigned Notary Public, this 26th day of October, 2006, by Bruce L. Gruys, as Vice President of GE Capital Public Finance, Inc.


Notary Public

My commission expires: January 31, 2010

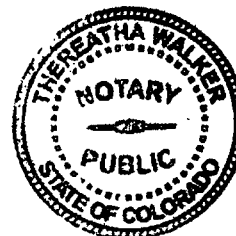


State of Colorado)
) ss
County of Denver)

The foregoing Memorandum was acknowledged before me, the undersigned Notary Public, this 20 day of October, 2006, by Turner West, as Manager of Aviation of the City and County of Denver, Department of Aviation.


Notary Public

My commission expires: 12.13.08



My Commission Expires Dec. 13, 2008

State of Minnesota)
)
County of Hennepin) ss

The foregoing Memorandum was acknowledged before me, the undersigned Notary Public, this _____ day of October, 2006, by Bruce L. Gruys, as Vice President of GE Capital Public Finance, Inc.

Notary Public

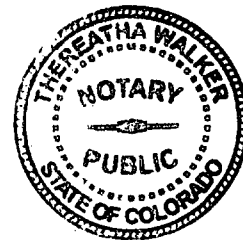
My commission expires: _____

State of Colorado)
)
County of Denver) ss

The foregoing Memorandum was acknowledged before me, the undersigned Notary Public, this 20 day of October, 2006, by Turner West, as Manager of Aviation of the City and County of Denver, Department of Aviation.

Thereatha Walker
Notary Public

My commission expires: 12.13.08



My Commission Expires Dec. 13, 2008

EXHIBT A

<u>Quantity</u>	<u>Manufacturer</u>	<u>Running Numbers</u>	<u>Year</u>	<u>Model/Type of Equipment</u>
4	Bombardier	28,29,30 & 31	2006	CX-100 cars for use on the automated ground transportation system of the Denver International Airport